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Proposed Counsel to the Debtors
and Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - x
:
In re: : Chapter 11
:
CIRCUIT CITY STORES, INC., : Case No. 08- ____ (____)
et al., :
:
Debtors. : Jointly Administered
- - - - - x

**MOTION OF THE DEBTORS FOR AN ORDER PURSUANT TO
BANKRUPTCY CODE SECTIONS 102 AND 105, BANKRUPTCY
RULES 2002 AND 9007, AND LOCAL BANKRUPTCY RULES 2002-1
AND 9013-1 ESTABLISHING CERTAIN NOTICE, CASE MANAGEMENT,
AND ADMINISTRATIVE PROCEDURES**

The debtors and debtors in possession in the
above-captioned cases (collectively, the "Debtors"),¹

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (cont'd)

hereby move (the "Motion") this Court for entry of an order, pursuant to sections 102 and 105(a) of title 11 of the United States Code (the "Bankruptcy Code"), and Rules 2002(m) and 9007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rules 2002-1 and 9013-1 of the Local Bankruptcy Rules for the Eastern District of Virginia (the "Local Bankruptcy Rules") establishing certain notice, case management and administrative procedures. In support of this Motion, the Debtors submit the Declaration of Bruce H. Besanko, Executive Vice President and Chief Financial Officer of Circuit City Stores, Inc., in Support of Chapter 11 Petitions and First Day Pleadings (the "Besanko Declaration"), filed concurrently herewith. In further support of the Motion, the Debtors respectfully represent:

(cont'd from previous page)

(1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc.(6796), Sky Venture Corp. (0311), Prahs, Inc.(n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City Stores West Coast, Inc. is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233..

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider this Motion under 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b). Venue of these cases and this Motion in this district is proper under 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief requested herein are Bankruptcy Code sections 102 and 105(a). Such relief is warranted pursuant to Bankruptcy Rules 2002 and 9007, and Local Bankruptcy Rules 2002-1 and 9013-1.

BACKGROUND

3. On the date hereof (the "Petition Date"), the Debtors filed voluntary petitions in this Court for relief under chapter 11 of the Bankruptcy Code. The factual background regarding the Debtors, including their business operations, their capital and debt structure, and the events leading to the filing of these bankruptcy cases, is set forth in detail in the Besanko

Declaration, filed concurrently herewith and fully incorporated herein by reference.²

4. The Debtors continue to manage and operate their businesses as debtors in possession pursuant to Bankruptcy Code sections 1107 and 1108.

5. No trustee or examiner has been appointed in these chapter 11 cases, and no committees have yet been appointed or designated.

RELIEF REQUESTED

6. By this Motion, the Debtors seek an order establishing certain notice, case management, and administrative procedures, all subject to further order of the Court, including: (a) directing that all matters be heard at monthly omnibus hearings to be scheduled in advance by the Court; (b) directing that matters requiring notice under Rule 2002(a)(2)-(6) of the Bankruptcy Rules be served only to a shortened mailing list and that those creditors who file with the Court a request that they receive such notices pursuant to Bankruptcy Rule 2002, in accordance with Local

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Besanko Declaration.

Bankruptcy Rule 2002-1; and (c) allowing electronic service of documents. The Debtors further request that the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules apply to the chapter 11 cases, to the extent that they do not conflict with the notice, case management, and administrative procedures (as such may be modified or amended, the "Case Management Procedures") attached hereto as Exhibit A.

7. The Debtors have hundreds of thousands of creditors, potential creditors, and other parties in interest. The Debtors anticipate that hundreds of creditors and other parties in interest will request service of filings pursuant to Bankruptcy Rule 2002 in the chapter 11 cases (the "2002 List"). The Debtors also expect that numerous motions and applications will be filed in the chapter 11 cases in pursuit of various forms of relief. By scheduling regular, monthly omnibus hearings in advance, parties in interest, and certainly the Debtors, will be better able to plan for and schedule attendance at hearings. This will reduce the need for emergency hearings and requests for expedited

relief, and will foster consensual resolution of important matters.

8. Moreover, by directing that certain notices be mailed only to a shortened mailing list and those creditors who file with the Court a request that they receive such notices, all parties in interest will be assured of receiving appropriate notice of matters affecting their interests and ample opportunity to prepare for and respond to such matters. Furthermore, a shortened mailing list will significantly reduce the substantial administrative and financial burden that would otherwise be placed on the Debtors' estates.

9. Similarly, allowing electronic service of documents according to the requested procedures will further reduce the administrative and financial burden of the chapter 11 cases on the Debtors' estates, as well as on other serving parties, and will in many cases allow for a more expedient service of documents.

10. The Case Management Procedures described in summary herein are set forth more fully in Exhibit A. The Case Management Procedures will (a) be distributed to the Core Group (as defined in the Case Management

Procedures) and the 2002 List, and (b) be available from the Debtors' undersigned counsel and by accessing the Debtors' notice, claims, and balloting agent, Kurtzman Carson Consultants LLC ("KCC"), website at www.kccllc.net/circuitcity. Moreover, the Debtors will re-distribute the Case Management Procedures to the Primary Service List (as defined in the Case Management Procedures) in the event the Case Management Procedures are modified hereafter.

A. Monthly Omnibus Hearings

11. Given the number of parties in interest and the size and complexity of these chapter 11 cases, the Debtors request entry of an order scheduling regular, monthly omnibus hearings (the "Omnibus Hearings") in accordance with the Case Management Procedures. The Debtors will consult with the Court's clerk and expect to propose the first five Omnibus Hearings in open court at the first day hearing. Additionally, given the likely need for other relief in the near future, the Debtors may propose in open Court at the first day hearing one or more Omnibus Hearing dates before the first proposed monthly Omnibus Hearing date.

B. Notice Procedures

12. Given the administrative cost of mailing notices to all of the Debtors' creditors and parties in interest in these chapter 11 cases, the Debtors request that the mailing matrix for matters requiring notice under Bankruptcy Rule 2002(a)(2)-(6) be limited in accordance with the Case Management Procedures.

C. Electronic Service

13. The Debtors also request that the Court allow electronic service of documents in order to further reduce the administrative and financial burden of providing notice to the Debtors' hundreds of thousands of creditors and other parties in interest. The Case Management Procedures contain provisions that the Debtors believe will ensure that electronic service is efficient and effective.

BASIS FOR RELIEF

14. The Bankruptcy Code, the Bankruptcy Rules, and the Local Bankruptcy Rules provide the Debtors with authority to establish notice and case management procedures. In particular, Bankruptcy Rule 2002(a) provides that, unless otherwise ordered by the Court,

notice of certain matters must be given to, among others, all of the Debtors' creditors, equity security holders and other parties in interest. The Bankruptcy Rules further provide that "[t]he court may from time to time enter orders designating the matters in respect to which, the entity to whom, and the form and manner in which notices shall be sent except as otherwise provided by these rules." Fed. R. Bankr. P. 2002(m); see also Fed. R. Bankr. P. 9007 ("When notice is to be given under the rules, the court shall designate, if not otherwise specified herein, the time within which, the entities to whom, and the form and manner in which the notice shall be given.").

15. In addition, Bankruptcy Code section 105(a) grants bankruptcy courts broad authority and discretion to enforce the provisions of the Bankruptcy Code either under specific statutory grant or under equitable common law principles. Specifically, Bankruptcy Code section 105(a) provides that, "[t]he court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title." 11 U.S.C. § 105(a). Furthermore, section

102(1) of the Bankruptcy Code states that where the Bankruptcy Code provides for an action to occur "after notice and a hearing," such action may occur "after such notice as is appropriate in the particular circumstances, and such opportunity for a hearing as is appropriate in the particular circumstances." 11 U.S.C. § 102(1)(A).

16. As explained above, the chapter 11 cases are large, complex and will involve hundreds of thousands of creditors, potential creditors, and other parties in interest. Many of these parties in interest will have multiple concerns. The Debtors anticipate that the 2002 List will contain in excess of one hundred entities. The costs and burdens associated with the possibility of frequent and fragmented hearings, plus the costs associated with copying and mailing or otherwise serving all documents filed with the Court to all such entities, will impose an extraordinary and expensive administrative and economic burden on the Debtors' estates, the Court, and other parties in interest. Moreover, constant mass mailings will require the Debtors to divert their limited resources from reorganizing their businesses.

17. The Debtors believe that adopting the Case Management Procedures will substantially reduce administrative burdens and result in significant cost savings to the Debtors' estates. Pursuant to the terms of the Case Management Procedures, all parties in interest that may be directly affected by a request for relief, response, objection, or adversary proceeding filed with the Court will receive notice thereof directly from the entity submitting such documents to the Court well in advance of the relevant hearing. Thus, no party in interest will be adversely affected.

18. As explained more fully in the Case Management Procedures, Rule 2002 Court Filings (as defined in the Case Management Procedures) shall be served on all entities who have filed a request for service of filings pursuant to Bankruptcy Rule 2002, the United States Trustee, the Debtors, the Debtors' general and local bankruptcy counsel, general and local counsel for each committee, if any, counsel to the agent for the Debtors' proposed postpetition secured lenders, counsel to the agent for the Debtor's prepetition lien facilities, the United States Securities and Exchange

Commission, and all entities with a particularized interest in the subject matter of the particular court filing.

19. Limited notice procedures are routinely granted by this district in large chapter 11 cases to reduce the expense of the administration of the estate. See, e.g., In re Movie Gallery, Inc., Case No. 07-33849 (DOT) (Bankr. E.D. Va. Oct. 17, 2007); In re The Rowe Companies, Case No. 06-11142 (SSM) (Bankr. E.D. Va. Sept. 20, 2006).

20. The establishment of the Case Management Procedures will promote the efficient and orderly administration of these chapter 11 cases. Early notice to all parties in interest of Omnibus Hearings will enable parties to plan efficiently for the use of hearing time, will avoid the need for numerous hearings within each month, and will lessen the burden on the Court and on the Debtors' estates. Moreover, parties in interest will still have the opportunity to bring true emergency matters before the Court on an expedited basis pursuant to the Local Bankruptcy Rules and the Case Management Procedures. In addition, authorizing the

Debtors to serve their documents on a limited mailing matrix will ease the administrative and economic burdens on the Court and the Debtors' estates. Finally, authorizing electronic service will allow efficient and effective service at a significantly reduced cost to the Debtors' estates and other serving parties. For the reasons stated herein, the Debtors believe that the relief requested herein is in the best interests of the Debtors and their estates and should be granted.

NOTICE

21. Notice of this Motion will be given to:

(i) the Office of the United States Trustee for the Eastern District of Virginia; (ii) counsel to the agent for Debtors' postpetition lenders; (iii) counsel to the agent for the Debtors' prepetition lenders; and (iv) the Debtors' top fifty (50) largest unsecured creditors on a consolidated basis. The Debtors submit that, under the circumstances, no other or further notice of the Motion is required.

WAIVER OF MEMORANDUM OF LAW

22. Pursuant to Local Bankruptcy Rule 9013-1(G), and because there are no novel issues of law

presented in the Motion and all applicable authority is set forth in the Motion, the Debtors request that the requirement that all motions be accompanied by a separate memorandum of law be waived.

NO PRIOR REQUEST

23. No previous request for the relief sought herein has been made to this Court or any other court.

CONCLUSION

WHEREFORE, the Debtors respectfully request that the Court enter an order, substantially in the form annexed hereto, granting the relief requested in the Motion and such other and further relief as may be just and proper.

Dated: November 10, 2008
Richmond, Virginia

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Proposed Counsel to the Debtors
and Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - x
:
In re: : Chapter 11
:
CIRCUIT CITY STORES, INC., : Case No. 08-_____ (_____
et al., :
:
Debtors. : Jointly Administered
- - - - - x

**ORDER PURSUANT TO BANKRUPTCY CODE SECTIONS 102 AND 105,
BANKRUPTCY RULES 2002 AND 9007, AND LOCAL BANKRUPTCY
RULES 2002-1 AND 9013-1 ESTABLISHING CERTAIN NOTICE,
CASE MANAGEMENT, AND ADMINISTRATIVE PROCEDURES**

Upon the motion (the "Motion")¹ of the Debtors
for an order, pursuant to Bankruptcy Code sections 102
and 105(a), Bankruptcy Rules 2002 and 9007, and Local

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Motion.

Bankruptcy Rules 2002-1 and 9013-1, establishing certain notice, case management and administrative procedures for the Debtors' chapter 11 cases; and the Court having reviewed the Motion and the Besanko Declaration; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED that:

1. The Motion is GRANTED.
2. The notice, case management, and administrative procedures contained in Exhibit A to this Order (the "Case Management Procedures") are hereby approved and shall govern all applicable aspects of the Debtors' chapter 11 cases.

3. The Bankruptcy Code, the Bankruptcy Rules, and the Local Bankruptcy Rules shall apply to the

Debtors' chapter 11 cases, except to the extent that they conflict with the Case Management Procedures.

4. Nothing herein shall affect the Debtors' obligation to give notice to all creditors, parties in interest, and, where applicable, equity security holders of the meeting of creditors, the dismissal or conversion of the Debtors' chapter 11 cases to another chapter, the time fixed to accept or reject a proposed modification of a plan of reorganization, the time fixed for filing proofs of claim as required by Bankruptcy Rule 2002(a), the time fixed for filing objections to and the hearing on the disclosure statement and the plan of reorganization required by Bankruptcy Rule 2002(b), or entry of an order confirming the plan of reorganization. In addition, the Debtors shall be required to comply with the notice requirements of Bankruptcy Rules 2002(d), 4006, and 4007.

5. The time periods set forth in this Order and the Case Management Procedures shall be calculated in accordance with Bankruptcy Rule 9006(a).

6. The requirement under Local Bankruptcy Rule 9013-1(G) to file a memorandum of law in connection with the Motion is hereby waived.

7. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation or interpretation of this Order.

Dated: Richmond, Virginia
November 10, 2008

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

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Proposed Counsel to the Debtors
and Debtors in Possession

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

I hereby certify that notice of the Debtors' intent to seek entry of the foregoing proposed order was provided to the parties identified in the Motion and copy of this proposed order was provided to the Office of the United States Trustee for the Eastern District of Virginia prior to submission to this Court.

/s/ Douglas M. Foley

EXHIBIT A

Case Management Procedures

EXHIBIT A

Gregg M. Galardi, Esq.	Dion W. Hayes (VSB No. 34304)
Ian S. Fredericks, Esq.	Douglas M. Foley (VSB No. 34364)
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and Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

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:
In re: : Chapter 11
:
CIRCUIT CITY STORES, INC., : Case No. 08-_____ (_____
et al., :
:
Debtors. : Jointly Administered
----- x

NOTICE, CASE MANAGEMENT, AND ADMINISTRATIVE PROCEDURES

These notice, case management, and administrative procedures (the "Case Management Procedures") have been approved by the United States Bankruptcy Court for the Eastern District of Virginia (the "Court") for the chapter 11 cases of the Debtors, pursuant to the first

day motion for an order establishing certain notice, case management and administrative procedures (the "Motion").¹ The Court approved the Case Management Procedures by order dated November 10, 2008, titled "Order Pursuant to Bankruptcy Code Sections 102 and 105, Bankruptcy Rules 2002 and 9007, and Local Bankruptcy Rules 2002-1 and 9013-1 Establishing Certain Notice, Case Management, and Administrative Procedures" (the "Order").

The Order and a copy of the Case Management Procedures will be served upon the entire mailing matrix. A copy of the Order and other pleadings filed in the Debtors' chapter 11 cases can be obtained by contacting the Debtors' undersigned counsel and by accessing the Debtors' notice, claims and balloting agent, Kurtzman Carson Consultants LLC ("KCC"), website at www.kccllc.net/circuitcity. The Bankruptcy Code, the Bankruptcy Rules, and the Local Bankruptcy Rules shall govern all matters in the Debtors' chapter 11 cases, except to the extent such rules conflict with or are

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Motion.

inconsistent with the procedures set forth herein. Terms not defined herein or in the Motion shall be as defined in the Bankruptcy Code, the Bankruptcy Rules, and the Local Bankruptcy Rules.

A. Omnibus Hearings

1. **All matters to be heard.** The following will be considered or heard only at monthly (or periodic) omnibus hearings scheduled in advance by the Court (the "Omnibus Hearings") unless the Court orders otherwise: all motions, pleadings, applications and other requests for relief, all objections and responses and replies thereto, and all other matters. All motions, pleadings, requests for relief, or other materials that purport to set a hearing on a date or time at which no Omnibus Hearing is set shall automatically, and without court order, be scheduled to be heard at the next Omnibus Hearing that is at least twenty calendar days after such motion, pleading, request for relief, or other materials is filed and served in accordance with these Case Management Procedures. The Debtors shall send a copy of these Case Management Procedures within three business

2. **Procedures regarding the Omnibus Hearings.** The following procedures will apply unless the Court orders otherwise:

- (a) Any notice of an Omnibus Hearing shall conspicuously contain above the title of the notice the date and time that the hearing will be held in the event that an objection is filed in accordance with the applicable rules.
- (b) Any motion or contested matter filed and properly served in accordance with applicable rules, and as to which the applicable response time will elapse at least two business days before a fixed Omnibus Hearing date, may be set for hearing on such a fixed date.
- (c) If the requisite time period set forth in Local Rule 9013-1(H)(3) has passed, the movant may present a certificate of no response before or at the Omnibus Hearing.
- (d) Debtors' counsel shall file and serve upon all affected parties at least two business days before the Omnibus Hearing a list of all matters scheduled to be considered by the Court. The list shall set forth all motions and responses and whether the matter is resolved, disputed or adjourned. The Court may post the information on the Court's internet website and will also be

accessible through the Debtors' notice, claims and balloting agent, KCC website at www.kccllc.net/circuitcity.

(e) Debtors' counsel together with any affected party or parties may, without leave of the Court, unless the Court orders otherwise, adjourn any matter to a subsequent fixed Omnibus Hearing date. If a matter is adjourned, Debtors' counsel shall immediately update the list filed in accordance with subparagraph (d) above.

(f) Debtors' counsel may propose to schedule matters filed by another party on a date other than the next Omnibus Hearing date if the Debtors' in good faith believe that the hearing on the particular matter could exceed one hour.

(g) Upon request, the Court may allow counsel to listen to a hearing by telephone. If a matter is contested, counsel must attend in person, unless leave of the court is granted on a case by case basis.

(h) In the event an objection is made to a motion or application for relief, the hearing on such motion or application shall be an evidentiary hearing at which witnesses may testify, unless the parties otherwise agree that any such hearing shall not be an evidentiary hearing.

3. Setting the applicable Omnibus Hearing. Any entity submitting a matter for consideration at an

omnibus hearing shall be required to serve the applicable pleading and all supporting documentation no less than twenty days prior to the applicable omnibus hearing date, if possible, and in no event, without order of the Court, less than ten days prior to the applicable hearing date. The notice accompanying such pleading shall include the title of the pleading, the time and date of the objection deadline (as determined below), and the omnibus hearing date (or other hearing date, as ordered by the Court) at which the party intends to present the pleading. Unless otherwise ordered by the Court, the objection deadline for all matters shall be (a) no later than five business days before the applicable hearing date if the filings served at least twenty days prior to the applicable hearing date, or (b) no later than two business days before the applicable hearing date if the filing is served less than twenty but at least ten days prior to the applicable hearing date.

4. **Emergency hearings.** Notwithstanding any procedure herein, nothing herein shall restrict an

entity from requesting an emergency hearing pursuant to the Local Bankruptcy Rules.

5. **First Omnibus Hearings.** The Court has set the following dates and times as the first Omnibus Hearings:

(a) ____: ____ a.m./p.m. on the _____
day of ____, _____

(b) ____: ____ a.m./p.m. on the _____
day of ____, _____

(c) ____: ____ a.m./p.m. on the _____
day of ____, _____

(d) ____: ____ a.m./p.m. on the _____
day of ____, _____

(e) ____: ____ a.m./p.m. on the _____
day of ____, _____

6. **Future Omnibus Hearings.** At or before the last Omnibus Hearing scheduled above, the Debtors shall request that additional Omnibus Hearings be scheduled. Entities may contact the Debtors' undersigned counsel or the Clerk of the Court at 804-916-2400 for information concerning future Omnibus Hearings that have been scheduled by the Court.

B. Filing And Notice Procedures

7. **Procedures established for notices required under Bankruptcy Rule 2002(a)(2)-(6).** Notices required under Bankruptcy Rule 2002(a)(2)-(6) filed in the

Debtors' chapter 11 cases, including all such notices, motions, applications, and other requests for relief, all briefs, memoranda, affidavits, declarations and other documents filed in support of such papers seeking relief (collectively, the "Requests for Relief"), and all objections and responses to such Requests for Relief (collectively, the "Objections," and together with the Requests for Relief and all other filed documents, the "Rule 2002 Court Filings") shall be filed with the Court or other applicable court and served in accordance with the notice procedures set forth herein.

8. Definition of entities entitled to service.

All Rule 2002 Court Filings shall be served on the Core Group, the 2002 List, and Affected Entities (each as defined herein and collectively, the "Primary Service List") according to the notice procedures described herein. A Rule 2002 Court Filing is deemed not to have been properly served until served on all of the parties in the Primary Service List.

(a) **Core Group.** The following entities shall comprise the core group of entities in the Debtors' chapter 11 cases (collectively, the "Core Group"):

(i) The United States Trustee, at the following address:

Office of the U.S. Trustee
701 E. Broad St.
Suite 4304
Richmond, Virginia 23219-1888
Attn: Robert B. Van Arsdale;

(ii) The Debtors and their bankruptcy co-counsel, at the following addresses:

Circuit City Stores, Inc.
9950 Mayland Dr.
Richmond, Virginia 23233
Attn: Reginald D. Hedgebeth

Circuit City Stores, Inc.
9950 Mayland Dr.
Richmond, Virginia 23233
Attn: Daniel W. Ramsey

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901 E Cary St.
Richmond, VA 23219
Attn: Dion W. Hayes

(iii) General and local counsel for each committee;

(iv) Counsel to the agents for the Debtors' prepetition lenders; and

(v) Counsel to the agents for the Debtors' proposed postpetition lenders.

(b) **2002 List.** This group shall be comprised of all entities who have filed a request for service of filings pursuant to Bankruptcy Rule 2002. An updated 2002 List can be obtained by contacting Debtors' undersigned counsel or by accessing the Debtors' notice, claims and balloting agent, KKC website at www.kccllc.net/circuitcity.

(i) **Filing requests for documents requires e-mail address.** A request for service of papers pursuant to Bankruptcy Rule 2002 (each, a "2002 Notice Request") filed with the Court shall be deemed proper if and only if it provides an address at which documents filed with the Court by the Debtors may be served via e-mail (subject to Section B.8.b.(ii) below). Service on an e-mail address included on a 2002 Notice Request shall be deemed to constitute proper service for all purposes.

(ii) **Certification opting out of e-mail service.** Any individual or entity filing a 2002 Notice Request who does not maintain (and cannot practicably obtain) an e-mail address and thereafter cannot receive service by e-mail must include in the 2002 Notice Request a certification to that effect (the "Certification"). The Certification shall include a statement certifying that the individual or entity (a) does not maintain an e-mail address and (b) cannot practicably obtain an e-mail address at which the individual or entity could receive service by e-mail.

(iii) **2002 Notice List.** The Debtors or the Debtors' notice, claims and balloting agent, KCC, shall be responsible for maintaining an updated list of those who have submitted a proper 2002 Notice Request (the "2002

List"). It is the responsibility of each entity submitting a 2002 Notice Request to file with the Court an updated 2002 Notice Request as necessary to reflect changes of e-mail address, contact person, or otherwise, and serve a copy of such request upon the Debtors.

(c) **Affected Entities.** This group shall be comprised of all entities with a particularized interest in the subject matter of the particular Court Filing (each, an "Affected Entity").

9. At least every fifteen days during the first sixty days of the Debtors' chapter 11 cases, and thereafter at least every thirty days, the Debtors' counsel shall maintain and update the Primary Service List by: (a) making any additions and deletions; (b) filing the updated Primary Service List; (c) serving the updated Primary Service List on the parties listed thereon; and (d) filing a proof of service.

10. Nothing herein shall affect the Debtors' obligation to give notice to all creditors, parties in interest and, where applicable, equity security holders of the meeting of creditors, the dismissal or conversion of the Debtors' chapter 11 cases to another chapter, the time fixed to accept or reject a proposed modification of a plan of reorganization, the time fixed for filing proofs of claim as required by Bankruptcy Rule 2002(a),

the time fixed for filing objections to and the hearing on the disclosure statement and the plan of reorganization required by Bankruptcy Rule 2002(b), or entry of an order confirming a plan of reorganization. In addition, the Debtors shall be required to comply with the notice requirements of Bankruptcy Rules 2002(d), 4006, and 4007.

C. Service By E-mail

11. Entities entitled to serve by e-mail. Only the Debtors (and any of their agents) and the E-mail Serving Parties (as defined below) are authorized to serve documents by e-mail.

12. Form of documents served by e-mail. All documents served by e-mail shall provide either a copy of the document or a link to access the entire document, including the proposed form(s) of order and any exhibits, attachments, or other materials in ".pdf" format, readable by Adobe Acrobat or other equivalent document reader program commonly available without cost. E-mail service shall also include a copy of or a link to the current 2002 List.

13. **E-mail serving parties.** An entity who has filed a proper 2002 Notice Request and has not opted out of e-mail service may serve court filings by e-mail to the following two accounts: _____@mcguirewoods.com, and _____@skadden.com.

14. **Authorization of service by e-mail.** The Debtors and parties authorized to serve by e-mail pursuant to Section C (collectively, the "E-mail Serving Parties") are authorized to serve all court filings, other than the service of a summons and complaint in an adversary proceeding(subject to Section B.8.b.(ii)).

Dated: November 10, 2008
Richmond, Virginia

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